



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011
OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare of the Great Lakes Health Plan, Inc.

NAIC Group Code 0707 0707 NAIC Company Code 95467 Employer's ID Number 38-3204052
(Current) (Prior)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 26957 Northwestern Highway, Suite 400 Southfield, MI 48033
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 26957 Northwestern Highway, Suite 400
(Street and Number)
Southfield, MI 48033 248-559-5656
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 26957 Northwestern Highway, Suite 400 Southfield, MI 48033
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 26957 Northwestern Highway, Suite 400
(Street and Number)
Southfield, MI 48033 248-331-4284
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.uhcgreatlakes.com

Statutory Statement Contact David Keith Livingston 248-331-4269
(Name) (Area Code) (Telephone Number)
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OFFICERS

President David Keith Livingston Treasurer Robert Worth Oberrender

Secretary Eric Jacob Wexler

OTHER

DIRECTORS OR TRUSTEES

James Daniel Donovan Jr. Chris Alan Scherer William Everett Ralston

John Joseph Kaelin Laura Ann Spicer

State of County of

State of County of

State of County of

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

David Keith Livingston Eric Jacob Wexler Robert Worth Oberrender
President Secretary Treasurer

Subscribed and sworn to before me this Subscribed and sworn to before me this Subscribed and sworn to before me this
day of day of day of

- a. Is this an original filing?..... Yes [X] No []
- b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	46,926,520		46,926,520	41,826,286
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	0		0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(3,636,033)), cash equivalents (\$9,826,817) and short-term investments (\$106,320,761)	112,511,545		112,511,545	109,209,018
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	695,410		695,410	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	160,133,475	0	160,133,475	151,035,304
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	683,725		683,725	640,449
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,508,376		2,508,376	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	0		0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0		0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	1,945,254		1,945,254	1,075,346
18.1 Current federal and foreign income tax recoverable and interest thereon	4,866,030		4,866,030	1,124,066
18.2 Net deferred tax asset	767,221	0	767,221	675,943
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)	0		0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$4,181,508) and other amounts receivable	4,699,591	518,083	4,181,508	5,084,216
25. Aggregate write-ins for other than invested assets	3,539,933	0	3,539,933	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	179,143,604	518,083	178,625,522	159,635,325
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	179,143,604	518,083	178,625,522	159,635,325
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaid state taxes	3,539,933		3,539,933	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,539,933	0	3,539,933	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 979,871 reinsurance ceded)	96,063,638		96,063,638	77,932,419
2. Accrued medical incentive pool and bonus amounts	1,530,043		1,530,043	1,195,824
3. Unpaid claims adjustment expenses	1,090,227		1,090,227	935,262
4. Aggregate health policy reserves	132,123		132,123	129,695
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	0		0	0
8. Premiums received in advance	3,738,087		3,738,087	23,573
9. General expenses due or accrued	16,160		16,160	276,723
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	0		0	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	0		0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,211,838		3,211,838	10,562,491
16. Derivatives			0	0
17. Payable for securities	1,722,549		1,722,549	1,340,066
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	1,002		1,002	0
23. Aggregate write-ins for other liabilities (including \$ current)	7,087	0	7,087	37,435
24. Total liabilities (Lines 1 to 23)	107,512,754	0	107,512,754	92,433,488
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	47,003,392	47,003,392
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	24,109,377	20,198,445
32. Less treasury stock, at cost: 32.1 shares common (value included in Line 26 \$) 32.2 shares preferred (value included in Line 27 \$)	XXX XXX	XXX XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	71,112,769	67,201,837
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	178,625,522	159,635,325
DETAILS OF WRITE-INS				
2301. Escheat funds	7,087		7,087	37,435
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	7,087	0	7,087	37,435
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	2, 179, 891	2, 016, 993	2, 722, 965
2. Net premium income (including \$ non-health premium income).....	XXX	662, 392, 720	588, 687, 875	800, 242, 736
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(2, 428)	(18, 652)	(88, 286)
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	662, 390, 292	588, 669, 223	800, 154, 450
Hospital and Medical:				
9. Hospital/medical benefits		457, 206, 363	399, 683, 476	540, 399, 702
10. Other professional services		9, 422, 256	10, 302, 776	13, 398, 398
11. Outside referrals				0
12. Emergency room and out-of-area		24, 834, 273	21, 630, 027	31, 721, 649
13. Prescription drugs		62, 077, 767	59, 092, 001	78, 893, 095
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		3, 940, 191	3, 626, 205	4, 362, 920
16. Subtotal (Lines 9 to 15)	0	557, 480, 850	494, 334, 485	668, 775, 764
Less:				
17. Net reinsurance recoveries		1, 276, 596	447, 183	440, 675
18. Total hospital and medical (Lines 16 minus 17)	0	556, 204, 254	493, 887, 303	668, 335, 090
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 24,530,275 cost containment expenses		27, 356, 760	8, 388, 958	33, 083, 874
21. General administrative expenses	0	74, 030, 078	86, 535, 626	95, 403, 114
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	657, 591, 092	588, 811, 887	796, 822, 078
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4, 799, 200	(142, 664)	3, 332, 373
25. Net investment income earned		1, 003, 695	852, 298	1, 154, 155
26. Net realized capital gains (losses) less capital gains tax of \$ 103,992		165, 893	97, 318	98, 358
27. Net investment gains (losses) (Lines 25 plus 26)	0	1, 169, 588	949, 616	1, 252, 513
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5, 968, 788	806, 952	4, 584, 886
31. Federal and foreign income taxes incurred	XXX	1, 658, 976	219, 764	1, 242, 712
32. Net income (loss) (Lines 30 minus 31)	XXX	4, 309, 812	587, 188	3, 342, 174
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	67,201,837	40,077,299	40,077,299
34. Net income or (loss) from Line 32	4,309,812	587,188	3,342,174
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	91,278	(217,441)	(101,113)
39. Change in nonadmitted assets	(490,158)	391,896	425,356
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	25,000,000	25,000,000
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	0	(1,541,879)	(1,541,879)
48. Net change in capital & surplus (Lines 34 to 47)	3,910,932	24,219,764	27,124,538
49. Capital and surplus end of reporting period (Line 33 plus 48)	71,112,769	64,297,063	67,201,837
DETAILS OF WRITE-INS			
4701. 2009 tax true up correction of error		(1,067,232)	(1,067,232)
4702. 2008 MBT true up correction of error		(474,647)	(474,647)
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	(1,541,879)	(1,541,879)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	663,598,859	589,080,661	800,266,308
2. Net investment income	1,332,922	835,505	1,078,584
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	664,931,781	589,916,165	801,344,893
5. Benefit and loss related payments	537,326,265	486,703,649	647,956,345
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	105,931,856	90,909,349	130,062,184
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 103,992 tax on capital gains (losses)	5,504,932	(5,882,799)	(3,480,799)
10. Total (Lines 5 through 9)	648,763,053	571,730,199	774,537,730
11. Net cash from operations (Line 4 minus Line 10)	16,168,728	18,185,967	26,807,163
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	16,933,229	4,449,673	5,588,543
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	350	0	0
12.7 Miscellaneous proceeds	382,482	3,085,940	1,340,066
12.8 Total investment proceeds (Lines 12.1 to 12.7)	17,316,061	7,535,613	6,928,609
13. Cost of investments acquired (long-term only):			
13.1 Bonds	22,104,826	7,625,294	22,143,708
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	695,410	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	22,800,236	7,625,294	22,143,708
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,484,174)	(89,681)	(15,215,099)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	25,000,000	25,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(7,382,027)	525,424	4,512,237
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(7,382,027)	25,525,424	29,512,237
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	3,302,527	43,621,710	41,104,301
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	109,209,018	68,104,717	68,104,717
19.2 End of period (Line 18 plus Line 19.1)	112,511,545	111,726,427	109,209,018

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	236,177	275	0	0	0	0	0	1,874	234,028	0
2. First Quarter	239,988	510						2,194	237,284	
3. Second Quarter	240,826	777						2,543	237,506	
4. Third Quarter	243,111	934						2,989	239,188	
5. Current Year	0									
6. Current Year Member Months	2,179,891	6,151						21,337	2,152,403	
Total Member Ambulatory Encounters for Period:										
7. Physician	1,507,713	1,318						31,365	1,475,030	
8. Non-Physician	694,151	376						13,529	680,246	
9. Total	2,201,864	1,694	0	0	0	0	0	44,894	2,155,276	0
10. Hospital Patient Days Incurred	89,442	3						4,965	84,474	
11. Number of Inpatient Admissions	20,209	2						723	19,484	
12. Health Premiums Written (a)	663,782,110	476,341						23,716,565	639,589,204	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	663,779,682	476,341						23,714,137	639,589,204	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	539,349,631	356,923						17,364,614	521,628,094	
18. Amount Incurred for Provision of Health Care Services	557,480,850	433,774						18,111,537	538,935,539	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 23,716,565

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	1,029,482	9,683,129	364,893	3,511,964	1,394,375	3,129,934
7. Title XIX - Medicaid	49,359,348	478,426,257	886,322	91,300,459	50,245,670	74,802,485
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	50,388,830	488,109,386	1,251,215	94,812,423	51,640,045	77,932,419
10. Healthcare receivables (a)	377,562	3,602,227	9,375	710,428	386,937	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	409,386	3,530,805	158,971	1,371,072	568,357	1,195,824
13. Totals (Lines 9-10+11+12)	50,420,654	488,037,964	1,400,811	95,473,067	51,821,465	79,128,243

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

(in thousands)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The financial statements of UnitedHealthcare of the Great Lakes Health Plan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Office of Financial and Insurance Regulation of the State of Michigan (“OFIR”).

The OFIR recognizes only statutory accounting practices prescribed or permitted by the OFIR for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Michigan insurance law. OFIR prescribes the use of the National Association of Insurance Commissioners’ (NAIC) *Accounting Practices and Procedures Manual* — (NAIC SAP) in effect for the accounting periods covered in the financial statements.

During the second quarter of 2011, the Company changed its classification of certain uncollected balances by reclassifying amounts representing CMS and other related receivables from healthcare and other amounts receivable to uncollected premiums on the Statement of Assets as of September 30, 2011. Maternity case receivables due from the Department of Community Health continue to be reported on the health care receivable line of the Statement of Assets per OFIR requirements.

No significant differences exist between the statutory practices prescribed or permitted by the OFIR and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No significant change.

3. BUSINESS COMBINATIONS AND GOODWILL

No significant change.

4. DISCONTINUED OPERATIONS

No significant change.

5. INVESTMENTS

A. No significant change.

B. No significant change.

C. No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not have other-than-temporary impairments on mortgage-type investments as of September 30, 2011.
- 3) The Company has no mortgage-type investments with other-than-temporary impairments to report as of September 30, 2011.
- 4) The table below represents impaired Mortgages, Collateralized Mortgage Obligations and Asset Back Securities – Structured Assets Only for which an other-than-temporary impairment has not been recognized in earnings as of September 30, 2011 (in thousands):

	Less Than 12 Months		12 Months or Greater		Total Unrealized	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fixed Income-Mortgage	6,087	(4)	-	-	6,087	(4)

- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of September 30, 2011 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

E. No significant change.

F. No significant change.

G. No significant change.

6. JOINT VENTURES, PARTNERSHIPS, AND LIABILITY COMPANIES

No significant change.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

No significant change.

9. INCOME TAXES

No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARY AND AFFILIATES

No significant change.

11. DEBT

No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL SURPLUS, SHAREHOLDERS' DIVIDENDS RESTRICTIONS, AND QUASI-REORGANIZATIONS

No significant change.

14. CONTINGENCIES

No significant change.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK

No significant change.

17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. The Company did not have any transfers of receivables reported as sales as of September 30, 2011 or December 31, 2010.
- B. The Company did not have any transfer and servicing of financial assets as of September 30, 2011 or December 31, 2010.
- C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the three months and year ended September 30, 2011 or December 31, 2010, respectively.

18. GAIN/LOSS TO THE REPORTING ENTITY FROM UNISURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No significant change.

19. DIRECT PREMIUMS WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

No significant change.

20. FAIR VALUE MEASUREMENT

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

Level 1 — Quoted (unadjusted) prices for identical assets in active markets.

Level 2 — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

Level 3 — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at September 30, 2011 and December 31, 2010.

The Company does not have any financial assets with a fair value hierarchy of level 3.

21. OTHER ITEMS

On October 26, 2010, the Articles of Incorporation of the Great Lakes Health Plan, Inc. were amended to change the name of the health plan to UnitedHealthcare of the Great Lakes Health Plan, Inc. This amendment was effective as of January 1, 2011.

22. EVENTS SUBSEQUENT

No significant change.

23. REINSURANCE

No significant change.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

The Company has Medicare business which is subject to a retrospective rating feature related to Part D premiums. The Company has estimated accrued retrospective premiums related to Part D premiums based on guidelines determined by the Center for Medicare and Medicaid Services (CMS). The formula is tiered and based on medical loss ratio. As of September 30, 2011, the amount of Part D premium subject to retrospective rating was approximately \$2,229 representing 0.3% of total net premiums written.

25. CHANGE IN INCURRED AND CLAIM ADJUSTMENT EXPENSES

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts and health care receivables at September 30, 2011 and December 31, 2010 (in thousands):

	2011		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (79,128)	\$ (79,128)
Paid claims	491,640	50,798	542,438
End of year claim reserve	96,184	1,410	97,594
Incurred claims excluding healthcare receivables	\$ 587,824	\$ (26,920)	\$ 560,904
End of year health care receivables	(4,313)	(387)	(4,699)
Incurred claims	\$ 583,511	\$ (27,307)	\$ 556,204
	2010		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (64,911)	\$ (64,911)
Paid claims	615,924	43,306	659,230
End of year claim reserve	65,796	13,332	79,128
Incurred claims excluding healthcare receivables	\$ 681,720	\$ (8,273)	\$ 673,447
End of year health care receivables	(4,406)	(706)	(5,112)
Incurred claims	\$ 677,314	\$ (8,979)	\$ 668,335

The liability for claims unpaid, accrued medical incentive pool and bonus amounts and health care receivables as of December 31, 2010 were \$79,128. As of September 30, 2011, 50,798 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now \$1,410 as a result of re-estimation of unpaid claims. Therefore, there has been \$27,307 favorable prior-year development since December 31, 2010 to September 30, 2011. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends related to the release of \$2,512 in known environmental claims and changes to the provider settlement reserves of approximately \$26,797 as well as GME.HRA reserve payments excluded from paid claims above of approximately \$(510). At December 31, 2010, the Company recorded \$8,978 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of prior-year effects, on a regular basis, the Company adjusts revenue and the corresponding receivable related to retrospectively rated policies and the impact of the change is included as a component of change in unearned premium reserves and reserve for rate credits in the statutory basis statements of operations.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

The Company incurred claims adjustment expenses (CAE) of approximately \$27,357 and \$33,084 for the nine and twelve months ended September 30, 2011 and December 31, 2010, respectively. These costs are included in the management services fees paid by the Company to United HealthCare Services, Inc. as a part of its management agreement.

The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expense reserve as of September 30, 2011 and December 31, 2010 (in thousands):

	2011	2010
Total claims adjustment expenses incurred	\$ 27,357	\$ 33,084
Less current year unpaid claims adjustment expenses	1,090	935
Add prior year unpaid claims adjustment expenses	935	1,485
Total claims adjustment expenses paid	<u>\$ 27,202</u>	<u>\$ 33,634</u>

26. INTERCOMPANY POOLING ARRANGEMENTS

No significant change.

27. STRUCTURED SETTLEMENTS

No significant change.

28. HEALTH CARE RECEIVABLES

Pharmaceutical rebates receivable are recorded when reasonably estimated and/or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions and the applicable statutory guidance. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The Company has excluded receivables that do not meet the admissibility criteria from the statutory basis financial statements.

Quarter	Estimated Pharmacy Rebates	Pharmacy Rebates as Billed	Rebates Collected Within 90 Days of Invoicing/ Confirmation	Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Rebates Collected More than 181 Days of Invoicing/ Confirmation
September 30, 2011	\$ 809	\$ -	\$ -	\$ -	\$ -
June 30, 2011	761	1,068	346	-	-
March 31, 2011	532	868	404	162	-

Of the amount reported as health care and other receivables, \$2,763 and \$2,334 relates to maternity receivables and \$1,418 and \$0 relates to pharmaceutical rebate receivables as of September 30, 2011 and December 31, 2010, respectively. The Company has entered into a Medicare Prescription Drug Benefit Administration Agreement with RxSolutions, Inc. as of January 1, 2011.

29. PARTICIPATING POLICIES

No significant change.

30. PREMIUM DEFICIENCY RESERVES

No significant change.

31. ANTICIPATED SALVAGE AND SUBROGATION

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [X] No []
- 2.2

If yes, date of change:

01/01/2011
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes [X] No []
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/22/2009
- 6.4

By what department or departments?
State of Michigan Office of Financial and Insurance Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [X] No [] N/A []
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [X] No []
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank, Inc.	Salt Lake City, Utah				YES	

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [X] No []
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
UnitedHealth Group's previous code of conduct ("The Principles of Ethics & Integrity") had not been substantially revised in many years. In 2010, the Company's compliance and ethics team began the process of researching best practices and benchmarking our code against other companies' codes. On May 24, 2010, the UnitedHealth Group Board of Directors adopted the newly revised "Code of Conduct: Our Principles of Ethics & Integrity." The Code covers all employees at all levels. The topics covered in the new Code are not considerably different, but the material is now more user-friendly, intuitive and helpful in both aesthetics and content.
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$
14.22 Preferred Stock	\$0	\$
14.23 Common Stock	\$0	\$
14.24 Short-Term Investments	\$0	\$
14.25 Mortgage Loans on Real Estate	\$0	\$
14.26 All Other	\$0	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No [X]

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105
Northern Trust	50 S. LaSalle, Chicago, IL 60675
Bank of New York Mellon	Global Liquidity Services, 1 Wall St., 14th Floor, New York, NY 10286

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
NA	Internally Managed	NA
107038	JP Morgan Investment Management, Inc.	245 Park Avenue, New York, NY 10167
106595	Wellington Management Company, LLP	75 State Street, Boston, MA 02109

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

87.7 %
- 1.2 A&H cost containment percent

3.7 %
- 1.3 A&H expense percent excluding cost containment expenses

11.6 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	N						0	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. District of Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	L	23,716,565	640,065,545				663,782,110	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	0	23,716,565	640,065,545	0	0	0	663,782,110	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61. Totals (Direct Business)	(a) 1	0	23,716,565	640,065,545	0	0	0	663,782,110	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.
All premiums written within the State of Michigan

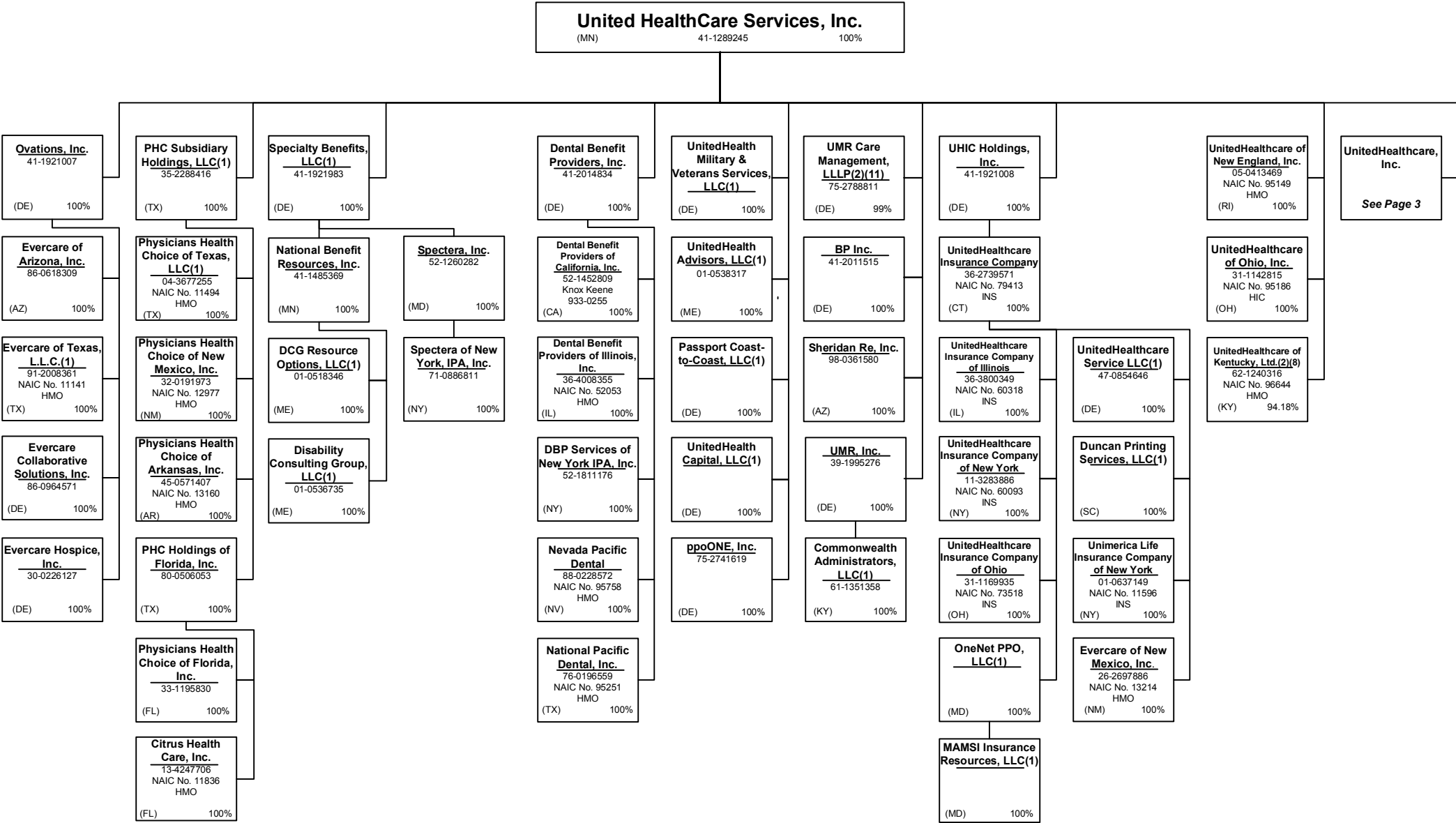
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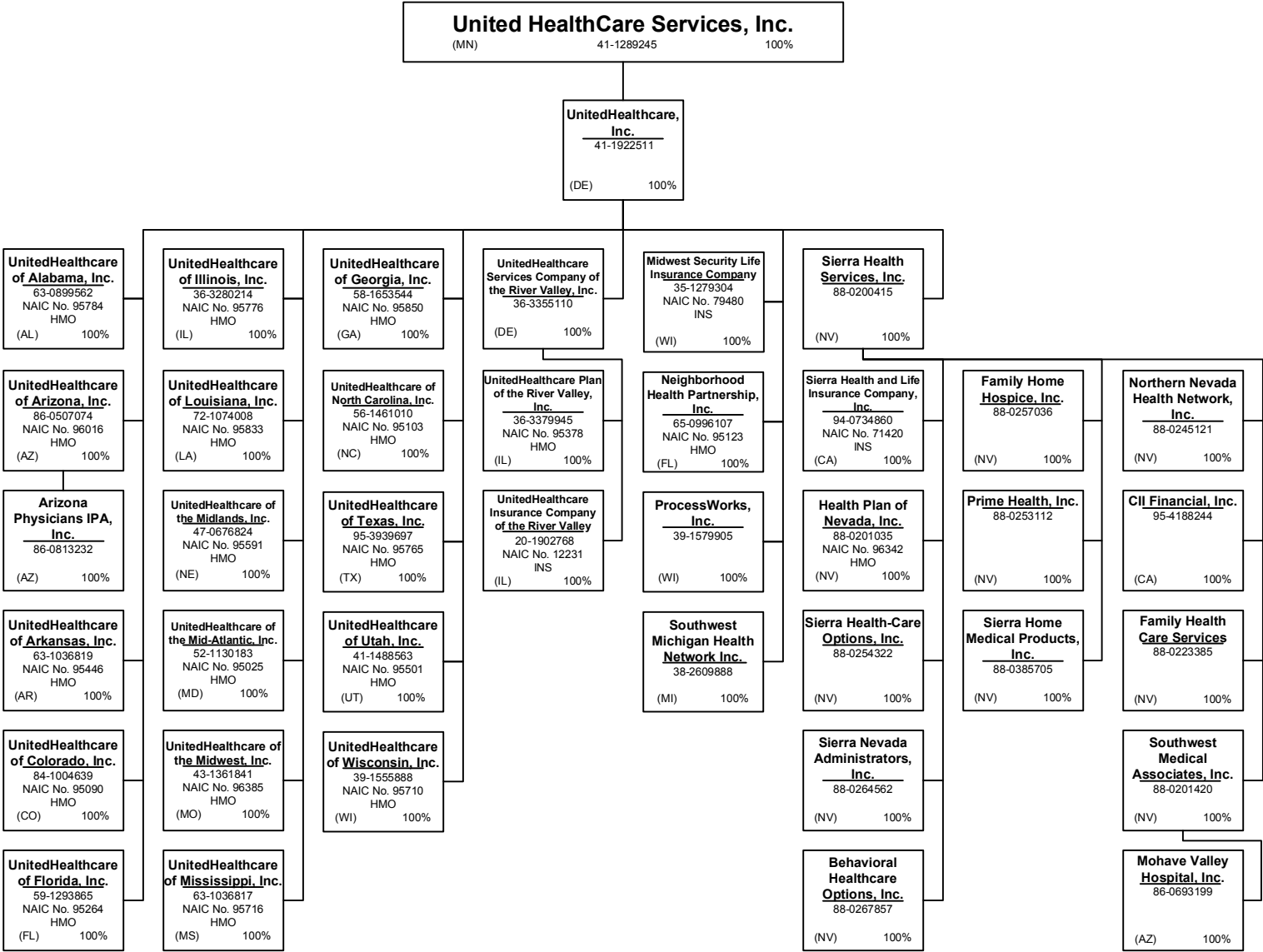
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



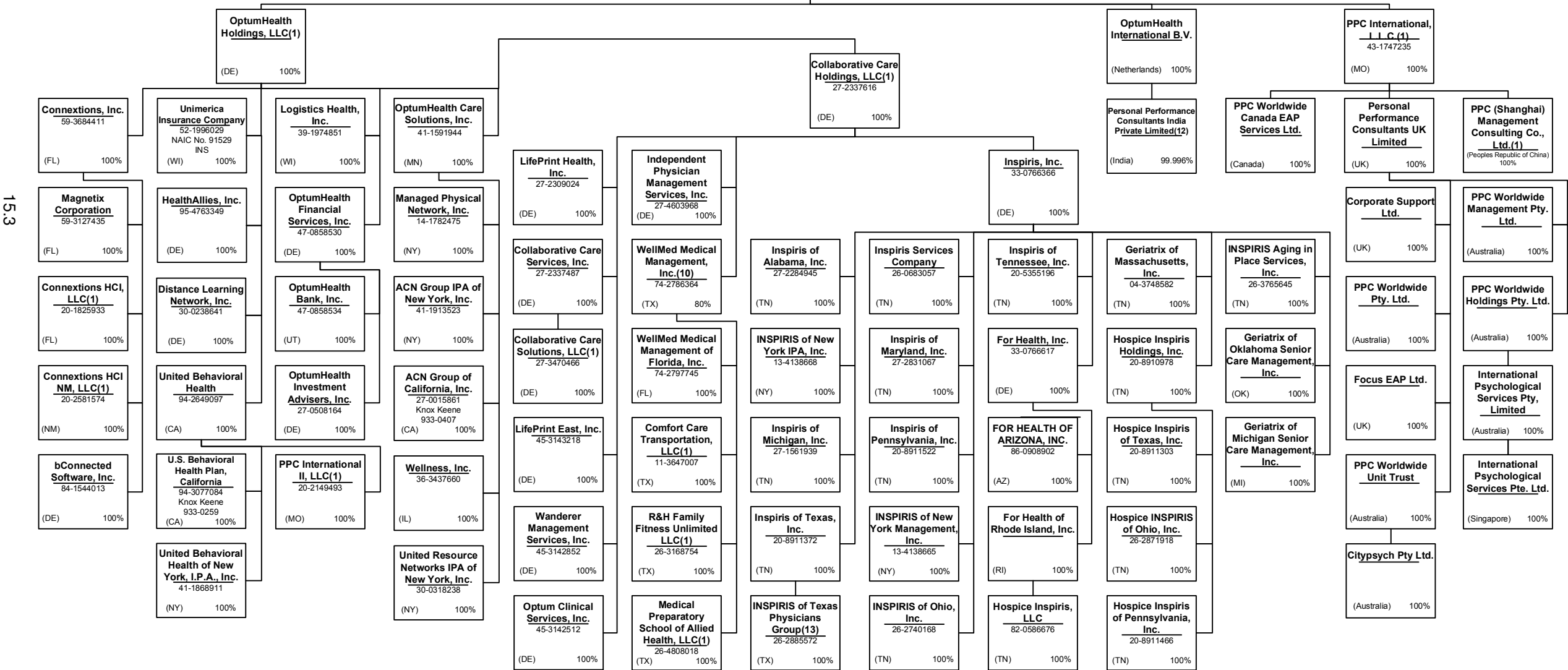
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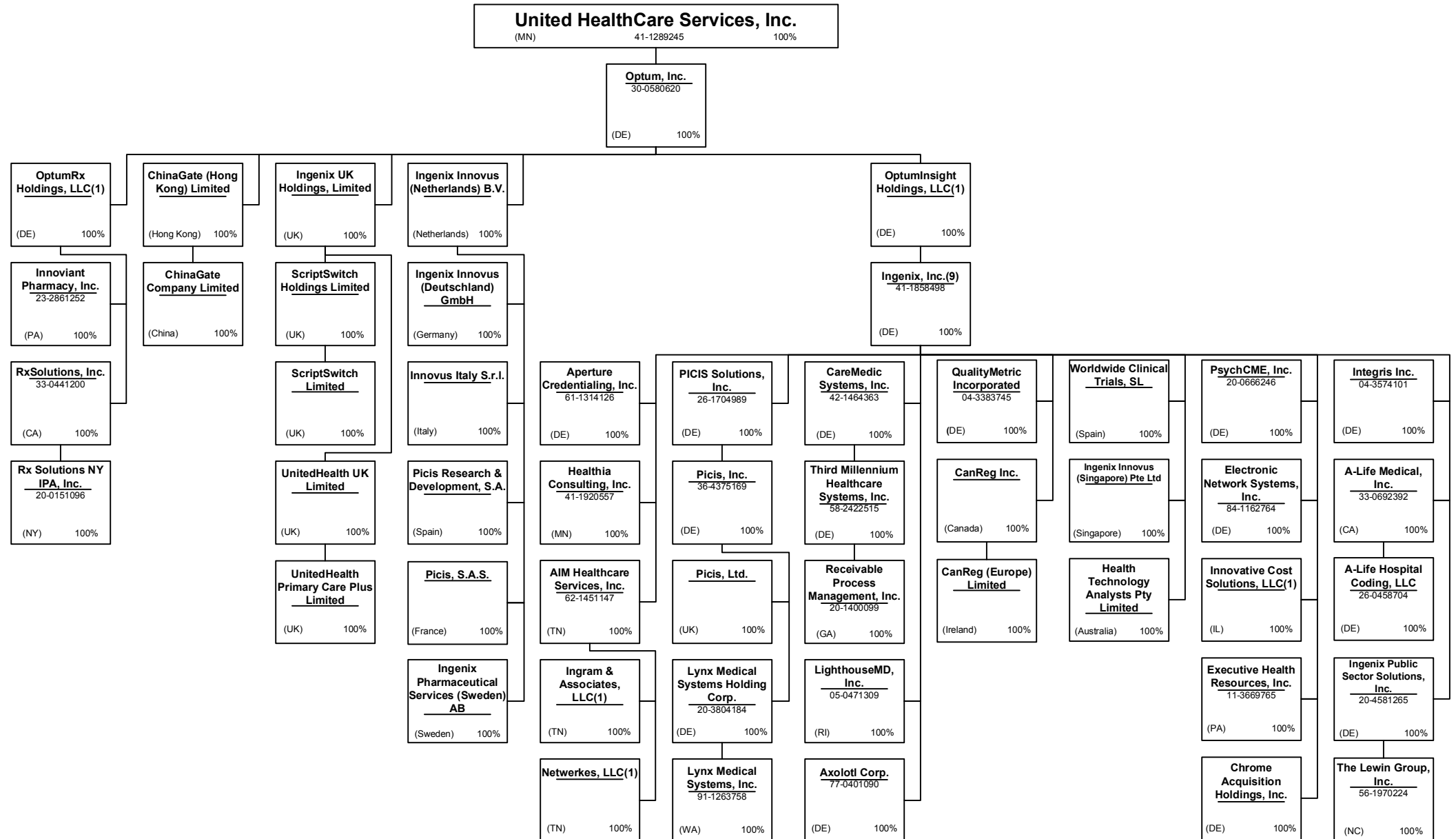
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PART 1 – ORGANIZATIONAL CHART



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.
- (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
- (11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)
- (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
- (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	41,826,286	25,345,816
2. Cost of bonds and stocks acquired	22,104,826	22,143,708
3. Accrual of discount	40,846	26,961
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	270,562	154,256
6. Deduct consideration for bonds and stocks disposed of	16,933,229	5,588,543
7. Deduct amortization of premium	382,767	253,292
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	2,620
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	46,926,524	41,826,286
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	46,926,524	41,826,286

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	201,340,443	526,169,609	568,392,328	(231,313)	131,062,904	201,340,443	158,886,411	144,093,527
2. Class 2 (a)	2,161,384	3,660,099	1,514,000	(119,798)	3,340,845	2,161,384	4,187,685	2,968,599
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	203,501,827	529,829,708	569,906,328	(351,111)	134,403,749	203,501,827	163,074,096	147,062,126
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	203,501,827	529,829,708	569,906,328	(351,111)	134,403,749	203,501,827	163,074,096	147,062,126

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$43,031,674 ; NAIC 2 \$2,287,290 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	106,320,761	XXX	106,594,992	225,215	141,729

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	99,234,787	76,752,623
2. Cost of short-term investments acquired	639,840,566	944,058,540
3. Accrual of discount	9,667	2,743
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	350	506
6. Deduct consideration received on disposals	632,066,655	921,336,500
7. Deduct amortization of premium	697,954	243,125
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	106,320,761	99,234,787
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	106,320,761	99,234,787

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	6,001,059	0
2. Cost of cash equivalents acquired	854,303,961	1,320,383,675
3. Accrual of discount	4,906	10,474
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	850,478,000	1,314,391,000
7. Deduct amortization of premium	5,110	2,090
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,826,816	6,001,059
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	9,826,816	6,001,059

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
313374-23-7	FHLB Note Non Call 0.250% 07/25/12		07/21/2011	Brown Brothers Harriman		1,499,640	1,500,000	0	1FE
912828-QR-4	US Treasury Note 1.500% 06/30/16		07/18/2011	Goldman Sachs		401,500	400,000	310	1
0599999. Bonds - U.S. Governments									
3128PR-VI-6	FHLMC Pool J12429 MBS 4.000% 06/01/25		09/20/2011	Greenwich Cap Mkts		1,901,140	1,900,000	310	XXX
3138AN-4F-7	FNMA Pool A18921 MBS 4.000% 08/01/26		09/20/2011	Greenwich Cap Mkts		348,688	329,948	623	1
3138AQ-B6-2	FNMA Pool A19960 MBS 4.000% 10/01/26		09/20/2011	CitiGroup		161,770	152,613	288	1
387874-VZ-0	Grant Cnty WA Pub Util Dist Rev Bond Non Call 5.000% 01/01/18		09/21/2011	CitiGroup		188,159	177,352	335	1
392274-ZO-2	Orlando FL Aviat Auth Rev Bond Non Call 5.000% 10/01/21		09/08/2011	Loop Capital Markets		352,917	300,000	0	1FE
442348-4G-0	Houston TX Arpt Sys Rev Bond Non Call 5.000% 07/01/15		06/29/2011	Goldman Sachs		326,887	295,000	0	1FE
454898-RM-1	IN St Muni Pwr Agy Rev Bond Cont Call 5.000% 01/01/24		09/09/2011	CitiGroup		162,648	150,000	0	1FE
649906-JX-3	NY St Dorm Auth Rev Bond Non Call 5.000% 05/01/18		09/16/2011	CitiGroup		331,380	300,000	0	1FE
735000-QG-9	Port Oakland CA Rev Bond Non Call 5.000% 05/01/20		08/18/2011	Raymond James & Assoc		338,388	300,000	0	1FE
3199999. Bonds - U.S. Special Revenues									
17305E-CN-3	Citibank Cc 2005-A4 A4 ABS 4.400% 06/20/14		07/01/2011	CitiGroup		2,484,980	2,254,913	1,489	XXX
17305E-CN-3	Citibank Cc 2005-A4 A4 ABS 4.400% 06/20/14		09/15/2011	Morgan Stanley		1,037,305	1,000,000	2,078	1FE
254683-AJ-4	Discover Card Ms Tr DCENT 2009-A1 A1 ABS 1.529% 12/15/14		07/26/2011	Greenwich Cap Mkts		25,696	25,000	275	1FE
32113C-AV-2	First National Master Tr FNMNT 2009-3 A ABS 1.579% 07/15/15		07/15/2011	Greenwich Cap Mkts		769,145	761,000	440	1FE
369550-AQ-1	General Dynamics Corp Note MW 12.5BP 2.250% 07/15/16		07/05/2011	Wachovia Bank		1,008,008	1,000,000	213	1FE
595620-AF-2	MidAmerican Energy Corp Note Cont Call 5.650% 07/15/12		07/12/2011	CitiGroup		114,859	115,000	0	1FE
635414-AG-0	National City CC Master Trust NCMT 2007-1 A ABS 0.279% 03/17/14		07/26/2011	Morgan Stanley		420,421	400,000	0	1FE
843646-AC-4	Southern Power Corp Note Cont Call 6.250% 07/15/12		07/12/2011	Bank of New York		749,238	750,000	69	1FE
88732J-AG-3	Time Warner Corp Note Cont Call 5.400% 07/02/12		07/01/2011	Barclays Group Inc.		631,500	600,000	0	2FE
06740M-N6-8	Barclays Bank Cert of Deposit 0.470% 08/17/12	F	08/16/2011	Barclays Group Inc.		741,928	710,000	533	2FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)									
8399997. Total - Bonds - Part 3						6,248,100	6,111,000	3,608	XXX
8399998. Total - Bonds - Part 5						10,634,220	10,265,913	5,407	XXX
8399999. Total - Bonds						XXX	XXX	XXX	XXX
8999997. Total - Preferred Stocks - Part 3						10,634,220	10,265,913	5,407	XXX
8999998. Total - Preferred Stocks - Part 5						0	XXX	0	XXX
8999999. Total - Preferred Stocks						XXX	XXX	XXX	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						0	XXX	0	XXX
9799999. Total - Common Stocks						XXX	XXX	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						0	XXX	0	XXX
						10,634,220	XXX	5,407	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE UnitedHealthcare of the Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)
.3133XS-4S-4	FHLB Note Non Call 3.625% 09/16/11		09/16/2011	Maturity		1,500,000	1,500,000	1,549,080	1,534,585	.0	(34,585)	.0	(34,585)	.0	1,500,000	.0	.0	.0	54,375	09/16/2011	1FE
.912828-NT-3	US Treasury Note 2.625% 08/15/20		09/22/2011	JP Morgan Chase		976,816	900,000	896,418	896,517	.0	234	.0	234	.0	896,751	.0	80,065	80,065	26,129	08/15/2020	1
0599999. Bonds - U.S. Governments						2,476,816	2,400,000	2,445,498	2,431,102	0	(34,351)	.0	(34,351)	0	2,396,751	0	80,065	80,065	80,504	XXX	XXX
OPEN DEPOSITORY																					
.3128MM-KR-3	FHLMC Pool 818303 MBS 4.500% 03/01/24		07/01/2011	Paydown		8,352	8,352	8,547	8,538	.0	(186)	.0	(186)	.0	8,352	.0	.0	.0	219	03/01/2024	1
.3128MM-KR-3	FHLMC Pool 818303 MBS 4.500% 03/01/24		08/01/2011	Paydown		6,794	6,794	6,952	6,945	.0	(151)	.0	(151)	.0	6,794	.0	.0	.0	204	03/01/2024	1
.3128MM-KR-3	FHLMC Pool 818303 MBS 4.500% 03/01/24		09/01/2011	Paydown		8,380	8,380	8,575	8,567	.0	(187)	.0	(187)	.0	8,380	.0	.0	.0	283	03/01/2024	1
.3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		07/01/2011	Paydown		2,227	2,227	2,229	2,227	.0	(2)	.0	(2)	.0	2,227	.0	.0	.0	65	01/01/2023	1
.3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		08/01/2011	Paydown		2,214	2,214	2,216	2,216	.0	(2)	.0	(2)	.0	2,214	.0	.0	.0	74	01/01/2023	1
.3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		09/01/2011	Paydown		2,120	2,120	2,122	2,122	.0	(2)	.0	(2)	.0	2,120	.0	.0	.0	79	01/01/2023	1
.3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		09/20/2011	CitiGroup		346,634	321,748	322,075	322,025	.0	(40)	.0	(40)	.0	321,985	.0	24,649	24,649	12,825	01/01/2023	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		07/01/2011	Paydown		341	341	347	345	.0	(4)	.0	(4)	.0	341	.0	.0	.0	12	05/01/2016	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		08/01/2011	Paydown		344	344	349	347	.0	(4)	.0	(4)	.0	344	.0	.0	.0	14	05/01/2016	1
.31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		09/01/2011	Paydown		909	909	924	919	.0	(10)	.0	(10)	.0	909	.0	.0	.0	41	05/01/2016	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		07/01/2011	Paydown		121	121	125	.0	.0	(4)	.0	(4)	.0	121	.0	.0	.0	2	12/01/2025	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		08/01/2011	Paydown		123	123	127	.0	.0	(4)	.0	(4)	.0	123	.0	.0	.0	3	12/01/2025	1
.3138A1-J9-3	FNMA Pool AH0287 MBS 3.500% 12/01/25		09/01/2011	Paydown		124	124	128	.0	.0	(4)	.0	(4)	.0	124	.0	.0	.0	3	12/01/2025	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		07/01/2011	Paydown		765	765	764	.0	.0	1	.0	1	.0	765	.0	.0	.0	9	02/01/2026	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		08/01/2011	Paydown		317	317	317	.0	.0	1	.0	1	.0	317	.0	.0	.0	5	02/01/2026	1
.3138A4-S5-0	FNMA Pool AH3556 MBS 3.500% 02/01/26		09/01/2011	Paydown		743	743	742	.0	.0	1	.0	1	.0	743	.0	.0	.0	13	02/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		07/01/2011	Paydown		6,260	6,260	6,453	.0	.0	(193)	.0	(193)	.0	6,260	.0	.0	.0	128	01/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		08/01/2011	Paydown		6,312	6,312	6,507	.0	.0	(195)	.0	(195)	.0	6,312	.0	.0	.0	147	01/01/2026	1
.3138A4-C7-8	FNMA Pool AH2793 MBS 3.500% 01/01/26		09/01/2011	Paydown		5,949	5,949	6,132	.0	.0	(183)	.0	(183)	.0	5,949	.0	.0	.0	156	01/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		07/01/2011	Paydown		2,364	2,364	2,359	.0	.0	4	.0	4	.0	2,364	.0	.0	.0	28	02/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		08/01/2011	Paydown		2,814	2,814	2,808	.0	.0	5	.0	5	.0	2,814	.0	.0	.0	41	02/01/2026	1
.3138A7-GY-8	FNMA Pool AH5614 MBS 3.500% 02/01/26		09/01/2011	Paydown		3,195	3,195	3,189	.0	.0	6	.0	6	.0	3,195	.0	.0	.0	56	02/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		07/01/2011	Paydown		2,643	2,643	2,682	.0	.0	(39)	.0	(39)	.0	2,643	.0	.0	.0	15	04/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		08/01/2011	Paydown		3,187	3,187	3,234	.0	.0	(47)	.0	(47)	.0	3,187	.0	.0	.0	28	04/01/2026	1
.3138AB-L3-1	FNMA Pool AH9345 MBS 3.500% 04/01/26		09/01/2011	Paydown		3,413	3,413	3,463	.0	.0	(50)	.0	(50)	.0	3,413	.0	.0	.0	40	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		07/01/2011	Paydown		2,148	2,148	2,179	.0	.0	(32)	.0	(32)	.0	2,148	.0	.0	.0	13	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		08/01/2011	Paydown		2,404	2,404	2,440	.0	.0	(35)	.0	(35)	.0	2,404	.0	.0	.0	21	04/01/2026	1
.3138AF-G5-3	FNMA Pool A12019 MBS 3.500% 04/01/26		09/01/2011	Paydown		2,394	2,394	2,429	.0	.0	(35)	.0	(35)	.0	2,394	.0	.0	.0	28	04/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		07/01/2011	Paydown		2,067	2,067	2,097	.0	.0	(30)	.0	(30)	.0	2,067	.0	.0	.0	12	05/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		08/01/2011	Paydown		2,054	2,054	2,084	.0	.0	(30)	.0	(30)	.0	2,054	.0	.0	.0	18	05/01/2026	1
.3138AF-KQ-2	FNMA Pool A12102 MBS 3.500% 05/01/26		09/01/2011	Paydown		1,917	1,917	1,946	.0	.0	(28)	.0	(28)	.0	1,917	.0	.0	.0	22	05/01/2026	1
.31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		07/01/2011	Paydown		44,863	44,863	46,782	46,580	.0	(1,718)	.0	(1,718)	.0	44,863	.0	.0	.0	1,309	05/01/2023	1
.31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		08/01/2011	Paydown		2,321	2,321	2,420	2,410	.0	(89)	.0	(89)	.0	2,321	.0	.0	.0	77	05/01/2023	1
.31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		09/01/2011	Paydown		1,768	1,768	1,844	1,836	.0	(68)	.0	(68)	.0	1,768	.0	.0	.0	66	05/01/2023	1
.31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		09/20/2011	CitiGroup		333,394	308,877	322,089	320,703	.0	266	.0	266	.0	320,969	.0	12,425	12,425	12,312	05/01/2023	1
.31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		07/01/2011	Paydown		140	140	146	146	.0	(6)	.0	(6)	.0	140	.0	.0	.0	4	12/01/2021	1
.31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		08/01/2011	Paydown		144	144	150	150	.0	(6)	.0	(6)	.0	144	.0	.0	.0	5	12/01/2021	1
.31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		09/01/2011	Paydown		1,503	1,503	1,568	1,564	.0	(61)	.0	(61)	.0	1,503	.0	.0	.0	56	12/01/2021	1
.31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		09/20/2011	Montgomery Securities		13,863	12,843	13,393	13,365	.0	(30)	.0	(30)	.0	13,336	.0	527	527	512	12/01/2021	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		07/01/2011	Paydown		171	171	174	.0	.0	(2)	.0	(2)	.0	171	.0	.0	.0	6	01/01/2022	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		08/01/2011	Paydown		4,896	4,896	4,977	4,954	.0	(58)	.0	(58)	.0	4,896	.0	.0	.0	196	01/01/2022	1
.31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		09/01/2011	Paydown		146	146	148	148	.0	(2)	.0	(2)	.0	146	.0	.0	.0	7	01/01/2022	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		07/01/2011	Paydown		186	186	192	.0	.0	(6)	.0	(6)	.0	186	.0	.0	.0	4	08/01/2025	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		08/01/2011	Paydown		187	187	192	.0	.0	(6)	.0	(6)	.0	187	.0	.0	.0	4	08/01/2025	1
.31419F-2L-9	FNMA Pool AE5278 MBS 3.500% 08/01/25		09/01/2011	Paydown		187	187	193	.0	.0	(6)	.0	(6)	.0	187	.0	.0	.0	5	08/01/2025	1
.442348-4F-2	Houston TX Arprt Sys Rev Bond Non Call 5.000% 07/01/14		07/01/2011	Goldman Sachs		162,648	150,000	162,648	.0	.0	.0	.0	.0	.0	162,648	.0	.0	.0	.0	07/01/2014	1FE
.60636X-E2-5	MO St Hsg Dev Comm Sgl Rev Bond Call Sink 5.050% 03/01/38		08/01/2011	Call 100.0000		5,000	5,000	5,219	5,179	.0	(179)	.0	(179)	.0	5,000	.0	.0	.0	231	03/01/2038	1FE
.60636X-E2-5	MO St Hsg Dev Comm Sgl Rev Bond Call Sink 5.050% 03/01/38		09/01/2011	Call 100.0000		5,000	5,000	5,219	5,179	.0	(179)	.0	(179)	.0	5,000	.0	.0	.0	253	03/01/2038	1FE
3199999. Bonds - U.S. Special Revenues						1,006,046	942,975	973,895	756,640	0	(3,629)	0	(3,629)	0	968,445	0	37,601	37,601	29,651	XXX	XXX
.025822-AA-5	American Express Cr AMXCA 2006-3 A ABS 0.249% 03/17/14		08/15/2011	Paydown		601,000	601,000	600,440	600,568	.0	432	.0	432	.0	601,000	.0	.0	.0	1,010	03/17/2014	1FE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
17305E-AQ-8	Citibank Co CCCIT 2010-A7 A7 ABS 0.421% 08/15/13		08/15/2011	Call 100.0000		300,000	300,000	299,695	299,746	0	254	0	254	0	300,000	0	0	0	959	08/15/2013	1FE
17313U-AE-9	Citigroup Inc Corp Note Non Call FDIC 2.125% 04/30/12		09/19/2011	Barclays Group Inc.		202,372	200,000	199,612	199,837	0	88	0	88	0	199,925	0	2,447	2,447	3,778	04/30/2012	1FE
25179S-AC-4	Devon Financing Corp Note MW 30BP 6.875% 09/30/11		09/30/2011	Maturity		444,000	444,000	470,733	464,065	0	(20,065)	0	(20,065)	0	444,000	0	0	0	30,525	09/30/2011	2FE
254687-CC-8	Disney Corp Note Cont Call 5.700% 07/15/11		07/15/2011	Maturity		250,000	250,000	254,205	250,643	0	(643)	0	(643)	0	250,000	0	0	0	14,250	07/15/2011	1FE
36967H-BB-2	GE Cap Corp Corp Note Non Call FDIC 2.000% 09/28/12		08/23/2011	UBS Financial Services		101,872	100,000	100,505	100,289	0	(105)	0	(105)	0	100,184	0	1,688	1,688	1,806	09/28/2012	1FE
55264T-CU-3	MBNA CC Trust MBNAS 2004-A8 A8 ABS 0.379% 01/15/14		08/15/2011	Paydown		750,000	750,000	749,619	749,713	0	287	0	287	0	750,000	0	0	0	1,918	01/15/2014	1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						2,649,244	2,645,000	2,674,809	2,664,861	0	(19,752)	0	(19,752)	0	2,645,109	0	4,135	4,135	54,246	XXX	XXX
8399997. Total - Bonds - Part 4						6,132,106	5,987,975	6,094,202	5,852,603	0	(57,732)	0	(57,732)	0	6,010,305	0	121,801	121,801	164,401	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						6,132,106	5,987,975	6,094,202	5,852,603	0	(57,732)	0	(57,732)	0	6,010,305	0	121,801	121,801	164,401	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						6,132,106	XXX	6,094,202	5,852,603	0	(57,732)	0	(57,732)	0	6,010,305	0	121,801	121,801	164,401	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]